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RR, U.S. DISTRICT C

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CIVIL ACTION NO. 3:03-CV-02912-D

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DEFENDANTS' MOTION TO DISMISS

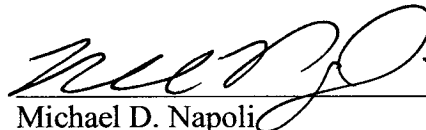
Defendants MUTUALS.com, Inc.; Connely Dowd Management; MTT Fundcorp, Inc.; Richard Sapio; Eric McDonald and Michele Leftwich move to dismiss the Complaint filed against them by the U.S. Securities and Exchange Commission (“SEC”).

As is set out more fully in the Memorandum of Law supporting this motion, the SEC's claims against the Defendants should be dismissed because:

- a. Defendants did not receive fair notice that their alleged conduct might be deemed to violate the federal securities laws;
- b. the SEC failed to state a claim upon which relief may be granted as required by Federal Rule of Civil Procedure 12(b)(6); and
- c. the SEC failed to plead its claims with sufficient particularity as required by Federal Rule of Civil Procedure 9(b).

WHEREFORE, Defendants pray that this Court dismiss the SEC's Complaint against them.

Respectfully submitted,



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CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the Defendants' Motion to Dismiss was served by certified mail, return receipt requested, on this 20th day of February 2004, on counsel of record:

J. Kevin Edmundson
U.S. Securities and Exchange Commission
Fort Worth District Office
801 Cherry Street, 19th Floor
Fort Worth, TX 76102


Michael D. Napoli